WHAT IS CLAIMED IS:

A compound of Formula I: 1 1. $W \stackrel{O}{=} H$ $W \stackrel{H}{=} N - CH_2 - CH_2NHAr$ 2 3 **(I)** or a pharmaceutically acceptable salt or prodrug thereof, 4 5 wherein: 6 W is a member selected from the group consisting of R^1 -X-(C=O)-NH-CH R^2 -. 7 R^4 -Y-(C=O)-NH-CHR³-. 8 R^6 -(C=O)-NH-CHR⁵-, 9 R⁷-NH-(C=O)-NH-CHR⁸-, 10 R¹⁰-Z-(C=O)-NH-CHR⁹-, and 11 R¹¹-(C=O)-NH-CHR¹²-: 12 R¹ is a member selected from the group consisting of phenyl substituted with 0-2 R^{1a}, 13 pyridyl substituted with 0-2 R^{1a}, and pyridinium N-oxide substituted with 0-2 14 R^{la}: 15 each R^{1a} is independently a member selected from the group consisting of Cl, F, 16 OCF₃, OCH₃, CH₃ and CF₃; 17 X is a member selected from the group consisting of furanylene substituted with 0-1 18 R^{x} , thienylene substituted with 0-1 R^{x} , pyrazolylene substituted with 0-1 R^{x} , 19 thiazolylene substituted with 0-1 R^x , and oxazolylene substituted with 0-1 R^x ; 20 R^x is a member selected from the group consisting of F, Cl, CH₃ and CF₃; 21 R² is a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}, 22 and $(CH_2)_n R^{2b}$; 23 each R^{2a} is independently a member selected from the group consisting of Cl, F, 24 OCF₃, OCH₃, CH₃ and CF₃; 25 R^{2b} is independently a member selected from the group consisting of phenyl 26 substituted with 0-2 R^{2a}; cyclopentyl, cyclohexyl and tetrahydropyranyl; 27 n is the integer 1 or 2; 28 R^3 is $(CH_2)_m R^{3b}$; 29

30	R ³⁶ is selected from the group consisting of phenyl substituted with 0-2 R ³⁶ ,	
31	cyclopentyl and cyclohexyl;	
32	m is the integer 1 or 2;	
33	R ⁴ is a member selected from the group consisting of phenyl substituted with 0-3 R ^{4a} ,	
34	thienyl, tetrazolyl, cyclopentenyl and indolyl;	
35	each R ^{4a} is a member selected from the group consisting of phenyl, OH, C ₁ -C ₄ alkyl,	
36	C_1 - C_4 alkoxy, CF_3 , OCF_3 , F , Cl , $CH_3S(=O)_2$ -, morpholinyl, pyrrolidinyl,	
37	piperidinyl and 4-acetylpiperazinyl;	
38	Y is a member selected from the group consisting of -CR ¹⁷ R ¹⁸ , -NH-CH ₂ - and	
39	-O-CH ₂ -;	
40	R^5 is a member selected from the group consisting of phenyl substituted with 0-2 R^{5a} ,	
41	thiophene, naphthyl, and CH ₂ R ^{5b} , CH ₂ CH ₂ (cyclohexyl),	
42	CH ₂ CH ₂ CH ₂ (cyclohexyl), CH ₂ CH ₂ Ph, CH(CH ₃)R ^{5e} , CH ₂ CH=CHPh, -	
43	CH ₂ OCH ₂ Ph, -CH(CH ₃)OCH ₂ Ph;	
44	each R ^{5a} is independently a member selected from the group consisting of F, Cl, NO ₂ ,	
45	OCH ₃ , OCH ₂ Ph, OPh, CH ₃ , OCF ₃ and CF ₃ ;	
46	R ^{5b} is independently a member selected from the group consisting of phenyl	
47	substituted with 0-2 R5c; cyclopentyl, cyclohexyl, naphthyl, indolyl and	
48	pyridyl;	
49	R ^{5c} is independently a member selected from the group consisting of OH, Cl, F, Br, I,	
50	CN, NO ₂ , CH ₃ , OCH ₃ , ^t Bu, O- ^t Bu, -NHC(=O)CH ₃ , CF ₃ , OCF ₃ ; phenyl	
51	substituted with 0-2 R ^{5d} ; phenoxy substituted with 0-2 R ^{5d} ; benzyloxy	
52	substituted with 0-2 R ^{5d} ; pyridyl substituted with 0-2 R ^{5d} ; pyrimidinyl	
53	substituted with 0-2 R ^{5d} ; thienyl substituted with 0-2 R ^{5d} ;	
54	R ^{5d} is independently a member selected from the group consisting of CH ₃ , Cl, F,	
55	OCH ₃ , CF ₃ , OCF ₃ , N(CH ₃) ₂ , acetyl, OH, CH ₂ OH, NH ₂ , CN and NO ₂ ;	
56	R ^{5e} is phenyl substituted with 0-2 R ^{5a} ;	
57	R ⁶ is a member selected from the group consisting of phenyl substituted with 0-3 R ^{6a} ,	
58	furanyl substituted with 0-2 R ^{6b} , thienyl substituted with 0-2 R ^{6b} , oxazolyl	
59	substituted with 0-2 R ^{6b} , thiazolyl substituted with 0-2 R ^{6b} , pyridyl,	
60	pyridazinyl and cyclopropyl;	
61	each R ^{6a} is independently a member selected from the group consisting of Cl, F, Br,	
62	OCF_3 , CF_3 , C_1-C_4 alkyl, C_1-C_4 alkoxy, $-S(=O)_2CH_3$, CN , $-N(CH_3)_2$, OCF_2H , $-$	

63	CH_2 -benzimidazole, -NH-S(=O) ₂ CH_3 , -NR ¹³ R ¹⁴ , OR ¹⁴ , CH ₂ -morpholine,	
64	CH ₂ NH ₂ , OCH ₂ Ph, and OPh;	
65	alternatively, two R ^{6a} substituents on adjacent atoms may be combined to form a 5 to	
66	6 membered heterocyclic fused radical, wherein said 5 to 6 membered	
67	heterocyclic fused radical has 1 or 2 oxygen atom(s);	
68	each R ^{6b} is independently a member selected from the group consisting of NH ₂ , F, Cl,	
69	Br, $-S(=O)_2R^{15}$, CH ₃ , and CF ₃ ;	
70	R ⁷ is a member selected from the group consisting of (CH ₂) _p R ^{7a} , and naphthyl	
71	substituted with 0-2 R ^{7b} ;	
72	p is the integer 0, 1, or 2;	
73	R ^{7a} is phenyl substituted with 0-2 R ^{7b} ;	
74	R ^{7b} is a member selected from the group consisting of F, Cl, CF ₃ , C ₁ -C ₄ alkyl, C ₁ -C ₄	
75	alkoxy, OCF ₃ , phenoxy and acetyl;	
76	alternatively, two R7b substituents on adjacent atoms may be combined to form a 5 to	
77	6 membered heterocyclic fused radical, wherein said 5 to 6 membered	
78	heterocyclic fused radical has 1 or 2 oxygen atom(s);	
79	R^8 is $-CH_2-R^{3b}$;	
80	R^{9} is $(CH_{2})_{q}R^{9a}$;	
81	R ^{9a} is a member selected from the group consisting of cyclopentyl, phenyl and	
82	cyclohexyl;	
83	q is the integer 1 or 2;	
84	R ¹⁰ is a member selected from the group consisting of phenyl substituted with 0-2	
85	R ^{10a} , 5 membered heteroaryl containing 1 to 4 heteroatoms each independently	
86	a member selected from the group consisting of N, O and S, wherein said	
87	heteroaryl is substituted with 0-2 R ^{10a} , 6 membered heteroaryl containing 1 to	
88	2 N, wherein said heteroaryl is substituted with 0-2 R ^{10a} , morpholinyl	
89	substituted with 0-2 R ^{10a} , piperazinyl substituted with 0-2 R ^{10a} and piperidinyl	
90	substituted with 0-2 R ^{10a} ;	
91	each R ^{10a} is independently a member selected from the group consisting of Cl, F, C ₁ -	
92	C ₄ alkyl, C ₁ -C ₄ alkoxy, OCF ₃ , and CF ₃ ;	
93	alternatively, two R10a substituents on adjacent atoms may be combined to form a 5 to	
94	6 membered heterocyclic fused radical, wherein said 5 to 6 membered	
95	heterocyclic fused radical comprises 1 or 2 heteroatom(s);	
96	7. is phenylene:	

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R<sup>11</sup> is a member selected from the group consisting of indolyl substituted with 0-2
  97
                             R<sup>11a</sup>, benzofuranyl substituted with 0-2 R<sup>11a</sup>, benzothienyl substituted with 0-2
  98
                             R<sup>11a</sup>, benzothiazole substituted with 0-2 R<sup>11a</sup>, benzisoxazolyl substituted with
  99
                             0-2 R<sup>11a</sup>, benzoxazolyl substituted with 0-2 R<sup>11a</sup>, and pyrazolo[1,5-
 100
                             a]pyrimidinyl substituted with 0-2 R<sup>11a</sup>, piperidinyl N-substituted with 0-1
 101
                             R<sup>11b</sup>, morpholinyl N-substituted with 0-1 R<sup>11b</sup>; and 2-oxo-pyrrolidinyl with 0-1
 102
                             R<sup>11b</sup>;
 103
                    each R<sup>11a</sup> is independently a member selected from the group consisting of Cl, F,
 104
                             NH<sub>2</sub>, CH<sub>3</sub>, OCH<sub>3</sub>, -C(=O)OCH<sub>3</sub>, OCF<sub>3</sub>, and CF<sub>3</sub>;
 105
                    each R<sup>11b</sup> is independently a member selected from the group consisting of
 106
                             pyrimidinyl substituted with 0-2 R<sup>11c</sup>; benzyl, acetyl, CH<sub>2</sub>-furanyl, and CH<sub>2</sub>-
 107
 108
                    each R<sup>11c</sup> is independently a member selected from the group consisting of Br and
 109
 110
                    R^{12} is (CH_2)_s R^{12a}:
111
                    R<sup>12a</sup> is a member selected from the group consisting of cyclopentyl and cyclohexyl;
 112
                    s is the integer 1 or 2;
 113
                    R^{13} is a member selected from the group consisting of H and C_1-C_4 alkyl;
 114
                    R<sup>14</sup> is pyrimidinyl substituted with 0-2 R<sup>16</sup>;
 115
                    R<sup>15</sup> is a member selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, morpholinyl,
 116
                              pyrrolidinyl and piperidinyl;
 117
                    R<sup>16</sup> is a member selected from the group consisting of CH<sub>3</sub> and OCH<sub>3</sub>:
 118
                    each of R<sup>17</sup> and R<sup>18</sup> is independently a member of H, OH, F, phenyl and C<sub>1</sub>-C<sub>3</sub> alkyl;
 119
                    alternatively, R<sup>17</sup> and R<sup>18</sup> may be taken together to form a C<sub>3</sub>-C<sub>6</sub> cycloalkyl;
 120
                    Ar is a phenyl substituted with 0-2 R<sup>19</sup>; and
 121
                    each R<sup>19</sup> is independently a member selected from the group consisting of F, Cl,
 122
 123
                              COOH, C<sub>1</sub>-C<sub>4</sub> alkoxy, OCHF<sub>2</sub> and OCF<sub>3</sub>.
```

2. The compound of claim 1, wherein said compound has the formula:

Ia

4 wherein:

1

2

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R<sup>1</sup> is a member selected from the group consisting of phenyl substituted with 0-2 R<sup>1a</sup>,
 5
                          pyridyl substituted with 0-2 R<sup>1a</sup>, and pyridinium N-oxide substituted with 0-2
 6
                          R<sup>1a</sup>:
 7
                 each R<sup>1a</sup> is independently a member selected from the group consisting of Cl. F.
 8
                          OCF<sub>3</sub>, OCH<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>;
 9
10
                 X is a member selected from the group consisting of furanylene substituted with 0-1
                          R^{x}, thienylene substituted with 0-1 R^{x}, pyrazolylene substituted with 0-1 R^{x},
11
                          thiazolylene substituted with 0-1 R<sup>x</sup>, and oxazolylene substituted with 0-1 R<sup>x</sup>;
12
                R<sup>x</sup> is a member selected from the group consisting of F, Cl, CH<sub>3</sub> and CF<sub>3</sub>;
13
                R<sup>2</sup> is a member selected from the group consisting of phenyl substituted with 0-2 R<sup>2a</sup>,
14
                          and (CH_2)_n R^{2b};
15
                 each R<sup>2a</sup> is independently a member selected from the group consisting of Cl, F,
16
                          OCF<sub>3</sub>, OCH<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>;
17
                R<sup>2b</sup> is independently a member selected from the group consisting of phenyl
18
                          substituted with 0-2 R<sup>2a</sup>, cyclopentyl, cyclohexyl and tetrahydropyranyl;
19
20
                 n is the integer 1 or 2;
                 Ar is a phenyl substituted with 0-2 R<sup>19</sup>; and
21
                 each R<sup>19</sup> is independently a member selected from the group consisting of F, Cl,
22
                          COOH, C<sub>1</sub>-C<sub>4</sub> alkoxy, OCHF<sub>2</sub> and OCF<sub>3</sub>.
23
 1
                          3.
                                   The compound of claim 1, wherein said compound has the formula:
                               2
 3
                                                                                                                         Ib
 4
       wherein:
                R<sup>4</sup> is a member selected from the group consisting of phenyl substituted with 0-3 R<sup>4a</sup>,
 5
 6
                          thienyl, tetrazolyl, cyclopentenyl and indolyl;
                each R<sup>4a</sup> is a member selected from the group consisting of phenyl, OH, C<sub>1</sub>-C<sub>4</sub> alkyl,
 7
                          C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, F, Cl, CH<sub>3</sub>S(=O)<sub>2</sub>-, morpholinyl, pyrrolidinyl,
 8
 9
                          piperidinyl and 4-acetylpiperazinyl;
                Y is a member selected from the group consisting of -CR<sup>17</sup>R<sup>18</sup>, -NH-CH<sub>2</sub>- and
10
                 -O-CH<sub>2</sub>-;
11
                R^{3} is (CH_{2})_{m}R^{3b};
12
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R<sup>3b</sup> is selected from the group consisting of phenyl substituted with 0-2 R<sup>2a</sup>,
13
14
                             cyclopentyl and cyclohexyl;
                   each R<sup>2a</sup> is independently a member selected from the group consisting of Cl. F.
15
                             OCF<sub>3</sub>, OCH<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>;
16
                   m is the integer 1 or 2;
17
                   each of R<sup>17</sup> and R<sup>18</sup> is independently a member of H, OH, F, phenyl and C<sub>1</sub>-C<sub>3</sub> alkyl;
18
                   alternatively, R<sup>17</sup> and R<sup>18</sup> may be taken together to form a C<sub>3</sub>-C<sub>6</sub> cycloalkyl;
19
                   Ar is a phenyl substituted with 0-2 R<sup>19</sup>; and
20
                   each R<sup>19</sup> is independently a member selected from the group consisting of F, Cl,
21
                              COOH, C<sub>1</sub>-C<sub>4</sub> alkoxy, OCHF<sub>2</sub> and OCF<sub>3</sub>.
22
                             4.
 1
                                        The compound of claim 1, wherein said compound has the formula:

\begin{array}{cccc}
O & O \\
\parallel & \parallel \\
R^6-C-NHCHR^5-C-NHCH_2CH_2NHAr
\end{array}

 2
 3
                                                                                                                                           Ic
 4
         wherein:
                   R<sup>5</sup> is a member selected from the group consisting of phenyl substituted with 0-2 R<sup>5a</sup>,
 5
                              thiophene, naphthyl, and CH<sub>2</sub>R<sup>5b</sup>, CH<sub>2</sub>CH<sub>2</sub>(cyclohexyl),
 6
                              CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>(cyclohexyl), CH<sub>2</sub>CH<sub>2</sub>Ph, CH(CH<sub>3</sub>)R<sup>5e</sup>, CH<sub>2</sub>CH=CHPh, -
 7
                              CH<sub>2</sub>OCH<sub>2</sub>Ph, and -CH(CH<sub>3</sub>)OCH<sub>2</sub>Ph;
 8
                   each R<sup>5a</sup> is independently a member selected from the group consisting of F, Cl, NO<sub>2</sub>,
 9
                              OCH<sub>3</sub>, OCH<sub>2</sub>Ph, OPh, CH<sub>3</sub>, OCF<sub>3</sub> and CF<sub>3</sub>;
10
                   R<sup>5b</sup> is independently a member selected from the group consisting of phenyl
11
                             substituted with 0-2 R5c; cyclopentyl, cyclohexyl, naphthyl, indolyl and
12
                             pyridyl:
13
                   R<sup>5c</sup> is independently a member selected from the group consisting of OH, Cl, F, Br, I,
14
                              CN, NO<sub>2</sub>, CH<sub>3</sub>, OCH<sub>3</sub>, <sup>t</sup>Bu, O-<sup>t</sup>Bu, -NHC(=O)CH<sub>3</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, phenyl
15
                             substituted with 0-2 R<sup>5d</sup>, phenoxy substituted with 0-2 R<sup>5d</sup>, benzyloxy
16
                             substituted with 0-2 R<sup>5d</sup>, pyridyl substituted with 0-2 R<sup>5d</sup>, pyrimidinyl
17
                             substituted with 0-2 R<sup>5d</sup>, and thienyl substituted with 0-2 R<sup>5d</sup>;
18
                   R<sup>5d</sup> is independently a member selected from the group consisting of CH<sub>3</sub>, Cl, F,
19
                             OCH<sub>3</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, N(CH<sub>3</sub>)<sub>2</sub>, acetyl, OH, CH<sub>2</sub>OH, NH<sub>2</sub>, CN and NO<sub>2</sub>;
20
                   R<sup>5e</sup> is phenyl substituted with 0-2 R<sup>5a</sup>:
21
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R<sup>6</sup> is a member selected from the group consisting of phenyl substituted with 0-3 R<sup>6a</sup>.
22
                            furanyl substituted with 0-2 R<sup>6b</sup>; thienyl substituted with 0-2 R<sup>6b</sup>; oxazolyl
23
                           substituted with 0-2 R<sup>6b</sup>; thiazolyl substituted with 0-2 R<sup>6b</sup>; pyridyl,
24
                           pyridazinyl and cyclopropyl;
25
                  each R<sup>6a</sup> is independently a member selected from the group consisting of Cl, F, Br,
26
                           OCF<sub>3</sub>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -S(=O)<sub>2</sub>CH<sub>3</sub>, CN, -N(CH<sub>3</sub>)<sub>2</sub>, OCF<sub>2</sub>H, -
27
                           CH<sub>2</sub>-benzimidazole, -NH-S(=O)<sub>2</sub>CH<sub>3</sub>, -NR<sup>13</sup>R<sup>14</sup>, OR<sup>14</sup>, CH<sub>2</sub>-morpholine,
28
                            CH<sub>2</sub>NH<sub>2</sub>, OCH<sub>2</sub>Ph, and OPh;
29
                  alternatively, two R<sup>6a</sup> substituents on adjacent atoms may be combined to form a 5 to
30
                            6 membered heterocyclic fused radical, wherein said 5 to 6 membered
31
32
                           heterocyclic fused radical has 1 or 2 oxygen atom(s):
                  each R<sup>6b</sup> is independently a member selected from the group consisting of NH<sub>2</sub>, F, Cl,
33
                           Br, -S(=O)_2R^{15}, CH<sub>3</sub>, and CF<sub>3</sub>:
34
                 R<sup>13</sup> is a member selected from the group consisting of H and C<sub>1</sub>-C<sub>4</sub> alkyl;
35
                 R<sup>14</sup> is pyrimidinyl substituted with 0-2 R<sup>16</sup>:
36
                 R<sup>15</sup> is a member selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, morpholinyl,
37
38
                           pyrrolidinyl and piperidinyl;
                 R<sup>16</sup> is a member selected from the group consisting of CH<sub>3</sub> and OCH<sub>3</sub>;
39
                  Ar is a phenyl substituted with 0-2 R<sup>19</sup>; and
40
                  each R<sup>19</sup> is independently a member selected from the group consisting of F. Cl.
41
42
                           COOH, C<sub>1</sub>-C<sub>4</sub> alkoxy, OCHF<sub>2</sub> and OCF<sub>3</sub>.
 1
                           5.
                                     The compound of claim 1, wherein said compound has the formula:
                                2
 3
                                                                                                                                 Id
 4
        wherein:
                 R<sup>7</sup> is a member selected from the group consisting of (CH<sub>2</sub>)<sub>p</sub> R<sup>7a</sup>; and naphthyl
 5
                           substituted with 0-2 R<sup>7b</sup>;
 6
 7
                 p is the integer 0, 1, or 2;
                 R<sup>7a</sup> is a member selected from the group consisting of phenyl substituted with 0-2 R<sup>7b</sup>;
 8
                 R<sup>7b</sup> is a member selected from the group consisting of F, Cl, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>
 9
10
                           alkoxy, OCF<sub>3</sub>, phenoxy and acetyl;
```

11	alternatively, two R ^{**} substituents on adjacent atoms may be combined to form a 5 to		
12	6 membered heterocyclic fused radical, wherein said 5 to 6 membered		
13	heterocyclic fused radical has 1 or 2 oxygen atom(s);		
14	R^{8} is $-CH_{2}-R^{3b}$;		
15	R ^{3b} is selected from the group consisting of phenyl substituted with 0-2 R ^{2a} ,		
16	cyclopentyl and cyclohexyl;		
17	each R ^{2a} is independently a member selected from the group consisting of Cl, F,		
18	OCF ₃ , OCH ₃ , CH ₃ and CF ₃ ;		
19	Ar is a phenyl substituted with 0-2 R ¹⁹ ; and		
20	each R ¹⁹ is independently a member selected from the group consisting of F, Cl,		
21	COOH, C ₁ -C ₄ alkoxy, OCHF ₂ and OCF ₃ .		
1	6. The compound of claim 1, wherein said compound has the formula:		
	O O U U U U U U U U U U U U U U U U U U		
2	R ¹⁰ —Z—Ü—NH—CHR ⁹ —Ü—NHCH ₂ CH ₂ NHAr		
3	Ιe		
4	wherein:		
5	R ¹⁰ is a member selected from the group consisting of phenyl substituted with 0-2		
6	R ^{10a} , 5 membered heteroaryl containing 1 to 4 heteroatoms each independently		
7	a member selected from the group consisting of N, O and S, wherein said		
8	heteroaryl is substituted with 0-2 R ^{10a} , 6 membered heteroaryl containing 1 to		
9	2 N, wherein said heteroaryl is substituted with 0-2 R ^{10a} , morpholinyl		
10	substituted with 0-2 R ^{10a} , piperazinyl substituted with 0-2 R ^{10a} and piperidinyl		
11	substituted with 0-2 R ^{10a} ;		
12	each R ^{10a} is independently a member selected from the group consisting of Cl, F, C ₁ -		
13	C_4 alkyl, C_1 - C_4 alkoxy, OCF ₃ , and CF ₃ ;		
14	alternatively, two R ^{10a} substituents on adjacent atoms may be combined to form a 5 to		
15	6 membered heterocyclic fused radical, wherein said 5 to 6 membered		
16	heterocyclic fused radical comprises 1 or 2 heteroatom(s);		
17	Z is phenylene;		
18	R^9 is $(CH_2)_q R^{9a}$;		
19	R ^{9a} is a member selected from the group consisting of cyclopentyl, phenyl and		
20	cyclohexyl·		

```
21
                q is the integer 1 or 2;
                Ar is a phenyl substituted with 0-2 R<sup>19</sup>; and
22
                each R<sup>19</sup> is independently a member selected from the group consisting of F, Cl,
23
                         COOH, C<sub>1</sub>-C<sub>4</sub> alkoxy, OCHF<sub>2</sub> and OCF<sub>3</sub>.
24
 1
                         7.
                                  The compound of claim 1, wherein said compound has the formula:
                                   2
 3
                                                                                                                      If
 4
       wherein:
                R<sup>11</sup> is a member selected from the group consisting of indolyl substituted with 0-2
 5
                         R<sup>11a</sup>; benzofuranyl substituted with 0-2 R<sup>11a</sup>; benzothienyl substituted with 0-2
 6
                         R<sup>11a</sup>; benzothiazole substituted with 0-2 R<sup>11a</sup>; benzisoxazolyl substituted with
 7
                         0-2 R<sup>11a</sup>; benzoxazolyl substituted with 0-2 R<sup>11a</sup>; and pyrazolo[1,5-
 8
                         a]pyrimidinyl substituted with 0-2 R<sup>11a</sup>; piperidinyl N-substituted with 0-1
 9
                         R<sup>11b</sup>; morpholinyl N-substituted with 0-1 R<sup>11b</sup>; and 2-oxo-pyrrolidinyl with 0-1
10
                         R<sup>11b</sup>:
11
                each R<sup>11a</sup> is independently a member selected from the group consisting of Cl. F.
12
                         NH<sub>2</sub>, CH<sub>3</sub>, OCH<sub>3</sub>, -C(=O)OCH<sub>3</sub>, OCF<sub>3</sub>, and CF<sub>3</sub>;
13
                each R<sup>11b</sup> is independently a member selected from the group consisting of
14
                         pyrimidinyl substituted with 0-2 R<sup>11c</sup>; benzyl, acetyl, CH<sub>2</sub>-furanyl, and CH<sub>2</sub>-
15
16
                         thienyl;
                each R<sup>11c</sup> is independently a member selected from the group consisting of Br and
17
18
                         CH_3;
                R^{12} is (CH_2)_c R^{12a}:
19
                R<sup>12a</sup> is a member selected from the group consisting of cyclopentyl and cyclohexyl;
20
                s is the integer 1 or 2;
21
                Ar is a phenyl substituted with 0-2 R<sup>19</sup>; and
22
                each R<sup>19</sup> is independently a member selected from the group consisting of F, Cl,
23
24
                         COOH, C<sub>1</sub>-C<sub>4</sub> alkoxy, OCHF<sub>2</sub> and OCF<sub>3</sub>.
 1
                         8.
                                  The compound of claim 1, wherein said compound is a member
 2
       selected from the compounds of Table I.
```

```
A pharmaceutical composition, said composition comprising a
 1
                         9.
 2
       compound of Formula I:
                                                  W—N-CH<sub>2</sub>-CH<sub>2</sub>NHAr
 3
 4
                                                                                                                       (I)
 5
       or a pharmaceutically acceptable salt or prodrug thereof,
 6
       wherein:
                W is a member selected from the group consisting of
 7
                        R^1-X-(C=O)-NH-CHR<sup>2</sup>-,
 8
                         R^4-Y-(C=O)-NH-CHR^3-.
 9
                         R^6-(C=O)-NH-CHR^5-,
10
                         R<sup>7</sup>-NH-(C=O)-NH-CHR<sup>8</sup>-,
11
                         R<sup>10</sup>-Z-(C=O)-NH-CHR<sup>9</sup>-, and
12
                         R<sup>11</sup>-(C=O)-NH-CHR<sup>12</sup>-;
13
                R<sup>1</sup> is a member selected from the group consisting of phenyl substituted with 0-2 R<sup>1a</sup>,
14
                         pyridyl substituted with 0-2 R<sup>1a</sup>, and pyridinium N-oxide substituted with 0-2
15
                         R<sup>la</sup>:
16
                each R<sup>la</sup> is independently a member selected from the group consisting of Cl, F,
17
                          OCF<sub>3</sub>, OCH<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>;
18
19
                X is a member selected from the group consisting of furanylene substituted with 0-1
                          R^{x}, thienylene substituted with 0-1 R^{x}, pyrazolylene substituted with 0-1 R^{x},
20
                          thiazolylene substituted with 0-1 R<sup>x</sup>, and oxazolylene substituted with 0-1 R<sup>x</sup>;
21
                R<sup>x</sup> is a member selected from the group consisting of F, Cl, CH<sub>3</sub> and CF<sub>3</sub>;
22
                R<sup>2</sup> is a member selected from the group consisting of phenyl substituted with 0-2 R<sup>2a</sup>,
23
                          and (CH_2)_n R^{2b};
24
                each R<sup>2a</sup> is independently a member selected from the group consisting of Cl, F,
25
                          OCF<sub>3</sub>, OCH<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>;
26
                R<sup>2b</sup> is independently a member selected from the group consisting of phenyl
27
                         substituted with 0-2 R<sup>2a</sup>; cyclopentyl, cyclohexyl and tetrahydropyranyl;
28
                n is the integer 1 or 2;
29
                R^3 is (CH_2)_m R^{3b};
30
                R<sup>3b</sup> is selected from the group consisting of phenyl substituted with 0-2 R<sup>2a</sup>,
31
                          cyclopentyl and cyclohexyl;
32
```

33	m is the integer 1 or 2;
34	R ⁴ is a member selected from the group consisting of phenyl substituted with 0-3 R ^{4a} ,
35	thienyl, tetrazolyl, cyclopentenyl and indolyl;
36	each R ^{4a} is a member selected from the group consisting of phenyl, OH, C ₁ -C ₄ alkyl,
37	C ₁ -C ₄ alkoxy, CF ₃ , OCF ₃ , F, Cl, CH ₃ S(=O) ₂ -, morpholinyl, pyrrolidinyl,
38	piperidinyl and 4-acetylpiperazinyl;
39	Y is a member selected from the group consisting of -CR ¹⁷ R ¹⁸ , -NH-CH ₂ - and -O-
40	CH ₂ -;
41	R^5 is a member selected from the group consisting of phenyl substituted with 0-2 R^{5a} ,
42	thiophene, naphthyl, and CH ₂ R ^{5b} , CH ₂ CH ₂ (cyclohexyl),
43	CH ₂ CH ₂ CH ₂ (cyclohexyl), CH ₂ CH ₂ Ph, CH(CH ₃)R ^{5e} , CH ₂ CH=CHPh, -
44	CH ₂ OCH ₂ Ph, -CH(CH ₃)OCH ₂ Ph;
45	each R ^{5a} is independently a member selected from the group consisting of F, Cl, NO ₂ ,
46	OCH ₃ , OCH ₂ Ph, OPh, CH ₃ , OCF ₃ and CF ₃ ;
47	R ^{5b} is independently a member selected from the group consisting of phenyl
48	substituted with 0-2 R ^{5c} ; cyclopentyl, cyclohexyl, naphthyl, indolyl and
49	pyridyl;
50	R ^{5c} is independently a member selected from the group consisting of OH, Cl, F, Br, I,
51	CN, NO ₂ , CH ₃ , OCH ₃ , ^t Bu, O- ^t Bu, -NHC(=O)CH ₃ , CF ₃ , OCF ₃ ;phenyl
52	substituted with 0-2 R ^{5d} ; phenoxy substituted with 0-2 R ^{5d} ; benzyloxy
53	substituted with 0-2 R ^{5d} ; pyridyl substituted with 0-2 R ^{5d} ; pyrimidinyl
54	substituted with 0-2 R ^{5d} ; thienyl substituted with 0-2 R ^{5d} ;
55	R ^{5d} is independently a member selected from the group consisting of CH ₃ , Cl, F,
56	OCH ₃ , CF ₃ , OCF ₃ , N(CH ₃) ₂ , acetyl, OH, CH ₂ OH, NH ₂ , CN and NO ₂ ;
57	R ^{5e} is phenyl substituted with 0-2 R ^{5a} ;
58	R ⁶ is a member selected from the group consisting of phenyl substituted with 0-3 R ^{6a} ,
59	furanyl substituted with 0-2 R ^{6b} , thienyl substituted with 0-2 R ^{6b} , oxazolyl
60	substituted with 0-2 R ^{6b} , thiazolyl substituted with 0-2 R ^{6b} , pyridyl,
61	pyridazinyl and cyclopropyl;
62	each R ^{6a} is independently a member selected from the group consisting of Cl, F, Br,
63	OCF_3 , CF_3 , C_1 - C_4 alkyl, C_1 - C_4 alkoxy, $-S(=O)_2CH_3$, CN , $-N(CH_3)_2$, OCF_2H , $-$
64	CH_2 -benzimidazole, -NH-S(=O) ₂ CH_3 , -NR ¹³ R ¹⁴ , OR ¹⁴ , CH ₂ -morpholine,
65	CH ₂ NH ₂ , OCH ₂ Ph, and OPh;

66	alternatively, two R ^{6a} substituents on adjacent atoms may be combined to form a 5 to		
67	6 membered heterocyclic fused radical, wherein said 5 to 6 membered		
68	heterocyclic fused radical has 1 or 2 oxygen atom(s);		
69	each R ^{6b} is independently a member selected from the group consisting of NH ₂ , F, Cl,		
70	Br, $-S(=O)_2R^{15}$, CH ₃ , and CF ₃ ;		
71	R ⁷ is a member selected from the group consisting of (CH ₂) _p R ^{7a} , and naphthyl		
72	substituted with 0-2 R ^{7b} ;		
73	p is the integer 0, 1, or 2;		
74	R ^{7a} is phenyl substituted with 0-2 R ^{7b} ;		
75	R ^{7b} is a member selected from the group consisting of F, Cl, CF ₃ , C ₁ -C ₄ alkyl, C ₁ -C ₄		
76	alkoxy, OCF ₃ , phenoxy and acetyl;		
77	alternatively, two R7b substituents on adjacent atoms may be combined to form a 5 to		
78	6 membered heterocyclic fused radical, wherein said 5 to 6 membered		
79	heterocyclic fused radical has 1 or 2 oxygen atom(s);		
80	R^8 is -CH ₂ - R^{3b} ;		
81	R^9 is $(CH_2)_q R^{9a}$;		
82	R ^{9a} is a member selected from the group consisting of cyclopentyl, phenyl and		
83	cyclohexyl;		
84	q is the integer 1 or 2;		
85	R ¹⁰ is a member selected from the group consisting of phenyl substituted with 0-2		
86	R ^{10a} , 5 membered heteroaryl containing 1 to 4 heteroatoms each independently		
87	a member selected from the group consisting of N, O and S, wherein said		
88	heteroaryl is substituted with 0-2 R ^{10a} , 6 membered heteroaryl containing 1 to		
89	2 N, wherein said heteroaryl is substituted with 0-2 R ^{10a} , morpholinyl		
90	substituted with 0-2 R ^{10a} , piperazinyl substituted with 0-2 R ^{10a} and piperidinyl		
91	substituted with 0-2 R ^{10a} ;		
92	each R ^{10a} is independently a member selected from the group consisting of Cl, F, C ₁ -		
93	C ₄ alkyl, C ₁ -C ₄ alkoxy, OCF ₃ , and CF ₃ ;		
94	alternatively, two R ^{10a} substituents on adjacent atoms may be combined to form a 5 to		
95	6 membered heterocyclic fused radical, wherein said 5 to 6 membered		
96	heterocyclic fused radical comprises 1 or 2 heteroatom(s);		
97	Z is phenylene;		
98	R ¹¹ is a member selected from the group consisting of indolyl substituted with 0-2		
99	R ^{11a} , benzofuranyl substituted with 0-2 R ^{11a} , benzothienyl substituted with 0-2		

101	0-2 R ^{11a} , benzoxazolyl substituted with 0-2 R ^{11a} , and pyrazolo[1,5-		
102	a]pyrimidinyl substituted with 0-2 R ^{11a} , piperidinyl N-substituted with 0-1		
103	R ^{11b} , morpholinyl N-substituted with 0-1 R ^{11b} ; and 2-oxo-pyrrolidinyl with 0-1		
104	R ^{11b} ;		
105	each R ^{11a} is independently a member selected from the group consisting of Cl, F,		
106	NH ₂ , CH ₃ , OCH ₃ , -C(=O)OCH ₃ , OCF ₃ , and CF ₃ ;		
107	each R ^{11b} is independently a member selected from the group consisting of		
108	pyrimidinyl substituted with 0-2 R ^{11c} ; benzyl, acetyl, CH ₂ -furanyl, and CH ₂ -		
109	thienyl;		
110	each R ^{11c} is independently a member selected from the group consisting of Br and		
111	CH ₃ ;		
112	R^{12} is $(CH_2)_s R^{12a}$;		
113	R ^{12a} is a member selected from the group consisting of cyclopentyl and cyclohexyl;		
114	s is the integer 1 or 2;		
115	R ¹³ is a member selected from the group consisting of H and C ₁ -C ₄ alkyl;		
116	R ¹⁴ is pyrimidinyl substituted with 0-2 R ¹⁶ ;		
117	R ¹⁵ is a member selected from the group consisting of C ₁ -C ₄ alkyl, morpholinyl,		
118	pyrrolidinyl and piperidinyl;		
119	R ¹⁶ is a member selected from the group consisting of CH ₃ and OCH ₃ ;		
120	each of R^{17} and R^{18} is independently a member of H, OH, F, phenyl and C_1 - C_3 alkyl;		
121	alternatively, R^{17} and R^{18} may be taken together to form a C_3 - C_6 cycloalkyl;		
122	Ar is a phenyl substituted with 0-2 R ¹⁹ ;		
123	each R ¹⁹ is independently a member selected from the group consisting of F, Cl,		
124	COOH, C ₁ -C ₄ alkoxy, OCHF ₂ and OCF ₃ ;		
125	and a pharmaceutically acceptable excipient.		
1	10. The composition of claim 9, wherein said compound is a member		
2	selected from the compounds of Table I.		
1	11. A method of selectively inhibiting cathepsin S activity in a mammal in		
2	need thereof, comprising administering to said mammal a therapeutically effective amount of		

 R^{11a} , benzothiazole substituted with 0-2 R^{11a} , benzisoxazolyl substituted with

100

3

a compound of Formula I:

```
W—N-CH<sub>2</sub>-CH<sub>2</sub>NHAr
                                                                                  (I)
 4
 5
       or a pharmaceutically acceptable salt or prodrug thereof,
 6
       wherein:
                 W is a member selected from the group consisting of
 7
                          R^{1}-X-(C=O)-NH-CHR^{2}-,
 8
                         R^4-Y-(C=O)-NH-CHR^3-,
 9
                          R^6-(C=O)-NH-CHR<sup>5</sup>-,
10
                         R<sup>7</sup>-NH-(C=O)-NH-CHR<sup>8</sup>-,
11
                         R<sup>10</sup>-Z-(C=O)-NH-CHR<sup>9</sup>-, and
12
                         R<sup>11</sup>-(C=O)-NH-CHR<sup>12</sup>-;
13
                R<sup>1</sup> is a member selected from the group consisting of phenyl substituted with 0-2 R<sup>1a</sup>,
14
                          pyridyl substituted with 0-2 R<sup>1a</sup>, and pyridinium N-oxide substituted with 0-2
15
                          R<sup>la</sup>;
16
                each R<sup>la</sup> is independently a member selected from the group consisting of Cl, F,
17
                          OCF<sub>3</sub>, OCH<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>;
18
19
                 X is a member selected from the group consisting of furanylene substituted with 0-1
                          R^{x}, thienvlene substituted with 0-1 R^{x}, pyrazolylene substituted with 0-1 R^{x},
20
                          thiazolylene substituted with 0-1 R<sup>x</sup>, and oxazolylene substituted with 0-1 R<sup>x</sup>;
21
                 R<sup>x</sup> is a member selected from the group consisting of F, Cl, CH<sub>3</sub> and CF<sub>3</sub>;
22
                R<sup>2</sup> is a member selected from the group consisting of phenyl substituted with 0-2 R<sup>2a</sup>,
23
                          and (CH_2)_n R^{2b};
24
                 each R<sup>2a</sup> is independently a member selected from the group consisting of Cl, F,
25
26
                          OCF<sub>3</sub>, OCH<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>;
                R<sup>2b</sup> is independently a member selected from the group consisting of phenyl
27
                          substituted with 0-2 R<sup>2a</sup>; cyclopentyl, cyclohexyl and tetrahydropyranyl;
28
29
                 n is the integer 1 or 2;
                R^3 is (CH_2)_m R^{3b};
30
                R<sup>3b</sup> is selected from the group consisting of phenyl substituted with 0-2 R<sup>2a</sup>.
31
                          cyclopentyl and cyclohexyl;
32
                 m is the integer 1 or 2;
33
                R<sup>4</sup> is a member selected from the group consisting of phenyl substituted with 0-3 R<sup>4a</sup>,
34
                          thienyl, tetrazolyl, cyclopentenyl and indolyl;
35
```

36	each R^{-1} is a member selected from the group consisting of phenyl, OH, C_1 - C_4 alkyl,
37	C ₁ -C ₄ alkoxy, CF ₃ , OCF ₃ , F, Cl, CH ₃ S(=O) ₂ -, morpholinyl, pyrrolidinyl,
38	piperidinyl and 4-acetylpiperazinyl;
39	Y is a member selected from the group consisting of -CR ¹⁷ R ¹⁸ , -NH-CH ₂ - and -O-
40	CH ₂ -;
41	R ⁵ is a member selected from the group consisting of phenyl substituted with 0-2 R ^{5a} ,
42	thiophene, naphthyl, and CH ₂ R ^{5b} , CH ₂ CH ₂ (cyclohexyl),
43	CH ₂ CH ₂ CH ₂ (cyclohexyl), CH ₂ CH ₂ Ph, CH(CH ₃)R ^{5e} , CH ₂ CH=CHPh, -
44	CH ₂ OCH ₂ Ph, -CH(CH ₃)OCH ₂ Ph;
45	each R ^{5a} is independently a member selected from the group consisting of F, Cl, NO ₂
46	OCH ₃ , OCH ₂ Ph, OPh, CH ₃ , OCF ₃ and CF ₃ ;
47	R ^{5b} is independently a member selected from the group consisting of phenyl
48	substituted with 0-2 R5c; cyclopentyl, cyclohexyl, naphthyl, indolyl and
49	pyridyl;
50	R ^{5c} is independently a member selected from the group consisting of OH, Cl, F, Br, I,
51	CN, NO ₂ , CH ₃ , OCH ₃ , ^t Bu, O- ^t Bu, -NHC(=O)CH ₃ , CF ₃ , OCF ₃ ; phenyl
52	substituted with 0-2 R ^{5d} ; phenoxy substituted with 0-2 R ^{5d} ; benzyloxy
53	substituted with 0-2 R ^{5d} ; pyridyl substituted with 0-2 R ^{5d} ; pyrimidinyl
54	substituted with 0-2 R ^{5d} ; thienyl substituted with 0-2 R ^{5d} ;
55	R ^{5d} is independently a member selected from the group consisting of CH ₃ , Cl, F,
56	OCH ₃ , CF ₃ , OCF ₃ , N(CH ₃) ₂ , acetyl, OH, CH ₂ OH, NH ₂ , CN and NO ₂ ;
57	R ^{5e} is phenyl substituted with 0-2 R ^{5a} ;
58	R^6 is a member selected from the group consisting of phenyl substituted with 0-3 R^{6a} ,
59	furanyl substituted with 0-2 R ^{6b} , thienyl substituted with 0-2 R ^{6b} , oxazolyl
60	substituted with 0-2 R ^{6b} , thiazolyl substituted with 0-2 R ^{6b} , pyridyl,
61	pyridazinyl and cyclopropyl;
62	each R ^{6a} is independently a member selected from the group consisting of Cl, F, Br,
63	OCF_3 , CF_3 , C_1 - C_4 alkyl, C_1 - C_4 alkoxy, $-S(=O)_2CH_3$, CN , $-N(CH_3)_2$, OCF_2H , $-$
64	CH ₂ -benzimidazole, -NH-S(=O) ₂ CH ₃ , -NR ¹³ R ¹⁴ , OR ¹⁴ , CH ₂ -morpholine,
65	CH ₂ NH ₂ , OCH ₂ Ph, and OPh;
66	alternatively, two R ^{6a} substituents on adjacent atoms may be combined to form a 5 to
67	6 membered heterocyclic fused radical, wherein said 5 to 6 membered
68	heterocyclic fused radical has 1 or 2 oxygen atom(s);

```
each R<sup>6b</sup> is independently a member selected from the group consisting of NH<sub>2</sub>, F, Cl,
 69
                           Br, -S(=O)_2R^{15}, CH<sub>3</sub>, and CF<sub>3</sub>
 70
                  R^7 is a member selected from the group consisting of (CH_2)_p R^{7a}, and naphthyl
 71
                           substituted with 0-2 R<sup>7b</sup>;
 72
                  p is the integer 0, 1, or 2;
 73
                  R<sup>7a</sup> is phenyl substituted with 0-2 R<sup>7b</sup>:
 74
                  R<sup>7b</sup> is a member selected from the group consisting of F, Cl, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>
 75
                           alkoxy, OCF<sub>3</sub>, phenoxy and acetyl;
 76
                  alternatively, two R<sup>7b</sup> substituents on adjacent atoms may be combined to form a 5 to
 77
                           6 membered heterocyclic fused radical, wherein said 5 to 6 membered
 78
 79
                           heterocyclic fused radical has 1 or 2 oxygen atom(s);
                  R^{8} is -CH<sub>2</sub>-R^{3b};
 80
                  R^9 is (CH_2)_a R^{9a}:
 81
                  R<sup>9a</sup> is a member selected from the group consisting of cyclopentyl, phenyl and
 82
 83
                           cyclohexyl;
 84
                  q is the integer 1 or 2;
                  R<sup>10</sup> is a member selected from the group consisting of phenyl substituted with 0-2
 85
                           R<sup>10a</sup>, 5 membered heteroaryl containing 1 to 4 heteroatoms each independently
 86
                           a member selected from the group consisting of N, O and S, wherein said
 87
                           heteroaryl is substituted with 0-2 R<sup>10a</sup>, 6 membered heteroaryl containing 1 to
 88
                           2 N, wherein said heteroaryl is substituted with 0-2 R<sup>10a</sup>, morpholinyl
 89
                           substituted with 0-2 R<sup>10a</sup>, piperazinyl substituted with 0-2 R<sup>10a</sup> and piperidinyl
 90
                           substituted with 0-2 R<sup>10a</sup>:
 91
                  each R<sup>10a</sup> is independently a member selected from the group consisting of Cl, F, C<sub>1</sub>-
 92
                           C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, OCF<sub>3</sub>, and CF<sub>3</sub>;
 93
                  alternatively, two R<sup>10a</sup> substituents on adjacent atoms may be combined to form a 5 to
 94
 95
                           6 membered heterocyclic fused radical, wherein said 5 to 6 membered
 96
                          heterocyclic fused radical comprises 1 or 2 heteroatom(s);
 97
                 Z is phenylene;
                 R<sup>11</sup> is a member selected from the group consisting of indolvl substituted with 0-2
 98
                          R<sup>11a</sup>, benzofuranyl substituted with 0-2 R<sup>11a</sup>, benzothienyl substituted with 0-2
 99
                          R<sup>11a</sup>, benzothiazole substituted with 0-2 R<sup>11a</sup>, benzisoxazolyl substituted with
100
                          0-2 R<sup>11a</sup>, benzoxazolyl substituted with 0-2 R<sup>11a</sup>, and pyrazolo[1,5-
101
                          a]pyrimidinyl substituted with 0-2 R<sup>11a</sup>, piperidinyl N-substituted with 0-1
102
```

103	R ^{11b} , morpholinyl N-substituted with 0-1 R ^{11b} ; and 2-oxo-pyrrolidinyl with 0-1			
104	R ^{11b} ;			
105	each R ^{11a} is independently a member selected from the group consisting of Cl, F,			
106	NH ₂ , CH ₃ , OCH ₃ , -C(=O)OCH ₃ , OCF ₃ , and CF ₃ ;			
107	each R ^{11b} is independently a member selected from the group consisting of			
108	pyrimidinyl substituted with 0-2 R ^{11c} ; benzyl, acetyl, CH ₂ -furanyl, and CH ₂ -			
109	thienyl;			
110	each R ^{11c} is independently a member selected from the group consisting of Br and			
111	CH ₃ ;			
112	R^{12} is $(CH_2)_s R^{12a}$;			
113	R ^{12a} is a member selected from the group consisting of cyclopentyl and cyclohexyl;			
114	s is the integer 1 or 2;			
115	R ¹³ is a member selected from the group consisting of H and C ₁ -C ₄ alkyl;			
116	R ¹⁴ is pyrimidinyl substituted with 0-2 R ¹⁶ ;			
117	R ¹⁵ is a member selected from the group consisting of C ₁ -C ₄ alkyl, morpholinyl,			
118	pyrrolidinyl and piperidinyl;			
119	R ¹⁶ is a member selected from the group consisting of CH ₃ and OCH ₃ ;			
120	each of R^{17} and R^{18} is independently a member of H, OH, F, phenyl and C_1 - C_3 alkyl;			
121	alternatively, R^{17} and R^{18} may be taken together to form a C_3 - C_6 cycloalkyl;			
122	Ar is a phenyl substituted with 0-2 R ¹⁹ ; and			
123	each R ¹⁹ is independently a member selected from the group consisting of F, Cl,			
124	COOH, C ₁ -C ₄ alkoxy, OCHF ₂ and OCF ₃ .			
1	12. The method of claim 11, wherein the cathepsin S inhibition constant			
2	for a compound of Formula I is less than 10 μM.			
1	13. The method of claim 12, wherein the cathepsin S inhibition constant			
2	for a compound of Formula I is less than 1.0 μM.			
1	14. The method of claim 13, wherein the cathepsin S inhibition constant			
2	for a compound of Formula I is less than 0.1 μM.			
1	15. The method of claim 11, wherein cathepsin S is selectively inhibited in			
2	the presence of cathepsin K.			

1	16.	The method of claim 15, wherein the inhibition constant of a
2	compound of Formul	a I for cathepsin K is at least 10 times greater than a cathepsin S
3	inhibition constant of	a compound of Formula I.

- 1 The method of claim 16, wherein the inhibition constant of a compound of Formula I for cathepsin K is at least 100 times greater than said cathepsin S inhibition constant of a compound of Formula I.
- 1 18. The method of claim 17, wherein the inhibition constant of a compound of Formula I for cathepsin K is at least 1000 times greater than said cathepsin S inhibition constant of a compound of Formula I.
- 1 19. The method of claim 11, wherein said compound is a member selected 2 from the compounds of Table I.